

Gerald C. Bender (GB-5849)
Lawrence A. First (LF-9650)
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership Including
Professional Corporations)
Attorneys for Debtors
and Debtors-in-Possession
One New York Plaza
New York, New York 10004
(212) 859-8000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- - - - -x
:
In re: : Chapter 11
:
RANDALL'S ISLAND FAMILY GOLF : Case Nos. 00 B 41065 (SMB)
:
CENTERS, INC., et al., : through 00 B 41196 (SMB)
:
: (Jointly Administered)
Debtors. :
:
- - - - -x

ORDER PURSUANT TO SECTIONS 365 AND 554 OF
THE BANKRUPTCY CODE AUTHORIZING THE
DEBTORS-IN-POSSESSION TO (I) REJECT CERTAIN
NONRESIDENTIAL REAL PROPERTY LEASES,
(II) REJECT CERTAIN EQUIPMENT LEASES AND
SERVICE CONTRACTS AND (III) ABANDON CERTAIN
PERSONAL PROPERTY

Upon the motion (the "Motion") of the above-
captioned debtors and debtors-in-possession (the "Debtors")
for an order pursuant to sections 365 and 554 of title 11 of
the United States Code (the "Bankruptcy Code") authorizing the
Debtors to (i) reject the nonresidential real property leases
described on Exhibits A and B attached to the Motion
(collectively, the "Leases"), (ii) reject the equipment leases
and service contracts described on Exhibit C attached to the

Motion (collectively, the "Contracts") and (iii) abandon certain personal property;

And it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A);

And it appearing that good and sufficient notice of the Motion has been given to (i) the Office of the United States Trustee, (ii) Berlack, Israels & Liberman, LLP, counsel to the Official Committee of Unsecured Creditors, (iii) Morgan, Lewis & Bockius, LLP, counsel for The Chase Manhattan Bank, as agent for the Debtors' prepetition lenders, (iv) the landlord for each of Leases and each of the parties to the Contracts, (v) creditors of the Debtors with a lien on any property subject to abandonment and (vi) all other parties who have filed a notice of appearance in these chapter 11 cases;

NOW, THEREFORE, the Court hereby finds as follows:

A. The relief requested is in the best interests of the Debtors, their creditors and their estates;

B. It is a reasonable exercise of the Debtors' business judgment to reject the Leases and the Contracts and to abandon personal property at locations pertaining to the Leases that the Debtors deem to be of inconsequential value or where the cost of moving and storing such property exceeds its value to the Debtors' estates (the "Personal Property");

ACCORDINGLY, after due deliberation, and sufficient cause appearing therefor, it is hereby

ORDERED that pursuant to section 365 of the Bankruptcy Code, the rejection of the Leases is approved, with such rejection effective as of the date the Debtors provide written notice to a landlord that the Debtors have removed all of the property they intend to remove and have relinquished their rights to such premises, but in no event later than fifteen (15) days after the date of this Order (the "Effective Date"); and it is further

ORDERED that pursuant to section 365 of the Bankruptcy Code, the rejection of the Contracts is approved, with such rejection effective as of the date of this Order; and it is further

ORDERED that, pursuant to section 554 of the Bankruptcy Code, the Debtors be, and hereby are, authorized to abandon the Personal Property; and it is further

ORDERED that upon entry of this Order, this Order shall be binding upon all parties to the Leases and the Contracts; and it is further

ORDERED that the deadline for any party to file written proof of its claim against the Debtors relating to the rejection of the Leases and the Contracts shall be the deadline set by this Court for the filing of proofs of claim in these cases.

Dated: New York, New York
December 5, 2000

/S/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

347050